

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

COZUMEL CARIBE, S.A. de C.V.,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 10-_____

**DECLARATION OF JEFFREY R. GLEIT IN SUPPORT OF
EX PARTE APPLICATION OF FOREIGN REPRESENTATIVE FOR
ENTRY OF PROVISIONAL RELIEF PURSUANT TO 11 U.S.C. § 1519**

I, JEFFREY R. GLEIT, declare the following:

1. I am an attorney at law admitted to practice in the State of New York and am a member of the law firm of Kasowitz, Benson, Torres & Friedman LLP (“KBT&F”), whose principal office is located at 1633 Broadway, New York, New York 10019. I have personal knowledge of the facts hereinafter set forth.

2. KBT&F represents Nemias Esteban Martinez Martinez (“Martinez”) in his capacity as duly authorized inspector and putative foreign representative of Cozumel Caribe, S.A. de C.V. (“Cozumel Caribe”), a debtor in a currently ongoing insolvency proceeding in Mexico (the “Concurso Mercantil Proceeding”), pending before the Third District Court for the State of Quintana Roo (the “Mexican Court”).

1. I submit this declaration, pursuant to Rule 65(b) of the Federal Rules of Civil Procedure incorporated herein by Rule 7065 of the Federal Rules of Bankruptcy Procedure and Rule 9077-1 of the Local Bankruptcy Rules for the Southern District of New York, in support of Martinez’s *Ex Parte Application Of Foreign Representative For Entry of Provisional Relief Pursuant To 11 U.S.C. § 1519* (the “Provisional Relief Application”), filed contemporaneously herewith. Pursuant to the Provisional Relief Application, Martinez requests that this Court

immediately enter an order to show cause with a temporary restraining order, substantially in the form attached as **Exhibit A** to the Provisional Relief Application.

2. As set forth in the Provisional Relief Application and the accompanying *Declaration of Agustin García Bolaños Cacho, As Chairman Of The Board of Directors Of Cozumel Caribe, In Support Of (I) Application Under Chapter 15 Of The Bankruptcy Code For Recognition Of Foreign Representative And Foreign Main Proceeding And For Additional Relief Pursuant To 11 U.S.C. § 1521 And (II) Ex Parte Application For Entry Of Provisional Relief Pursuant To 11 U.S.C. § 1519* (the “Garcia Declaration”) and the *Declaration Of Nemias Esteban Martinez Martinez As Putative Foreign Representative, In Support Of Application Under Chapter 15 Of The Bankruptcy Code For Recognition Of Foreign Representative And Foreign Main Proceeding And Additional Relief Under 11 U.S.C. § 1521* (the “Martinez Declaration”), Martinez is seeking immediate entry of the order to show cause on an *ex parte* basis to avoid the considerable disruption and irreparable harm to Cozumel Caribe’s operations from creditors and other parties in interest potentially taking action against Cozumel Caribe’s assets and businesses in the United States. As described in the Provisional Relief Application, certain creditors may take adverse actions against Cozumel Caribe’s assets and businesses that will frustrate Cozumel Caribe’s reorganization efforts in the Concurso Mercantil Proceeding and diminish the value of Cozumel Caribe’s assets. To protect Cozumel Caribe’s businesses from disruption and to preserve value, Martinez seeks immediate entry of an order to show cause with a temporary restraining order prior to the hearing on the Provisional Relief Application.

3. Martinez provided service of notice of the commencement of these chapter 15 cases and the Provisional Relief Application via overnight mail and/or facsimile to: (a) the Office of the United States Trustee; (b) the Securities and Exchange Commission; (c) the trustee under

the Note Indenture and the Cash Management Agreement; and (d) all other parties against whom Cozumel Caribe seeks preliminary relief pursuant to Section 1519 of the Bankruptcy Code.

4. Promptly after entry of the order to show cause, Martinez will serve the order to show cause and the Provisional Relief Application upon the parties listed in paragraph 4 herein and any parties that filed notices of appearances in these chapter 15 cases.

5. In light of the notice that Martinez has and will provide with respect to the order to show cause and the Provisional Relief Application and to protect Cozumel Caribe's assets and business from irreparable harm, I respectfully submit that Martinez' request for entry of an order to show cause with temporary restraining order on an *ex parte* basis is appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 20, 2010
New York, New York

/s/ Jeffrey R. Gleit
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